

PROPOSED NNPS BYLAWS AMENDMENTS

compiled 13 February 2006
by James D. Morefield, President

As further amended and approved by the NNPS Board of Directors
on 26 February 2006

General "bookkeeping" amendments, to be executed throughout the bylaws:

1. Remove "Northern" preceding "Nevada Native Plant Society", and replace "NNNPS" with "NNPS".
2. Replace all occurrences of "himself" with "him/herself".
3. Replace all occurrences of "he" with "s/he", regardless of case.
4. Replace all occurrences of "his" with "his/her", and all occurrences of "him" with "him/her".
5. Replace all occurrences of "chairman" with "Chair", and all occurrences of "chairmen" with "chairs", regardless of original case.

Specific amendments, with additions shown in **boldface type**, and deletions shown as struck through (~~example~~), ALL OTHER SECTIONS REMAINING UNCHANGED:

(NOTE: ONLY SECTIONS WITH SPECIFIC AMENDMENTS ARE SHOWN BELOW!)

BYLAWS --- ~~NORTHERN~~ NEVADA NATIVE PLANT SOCIETY --- 1975
AS AMENDED 2006

ARTICLE II. MEMBERS

Section 2. Right of Members to Vote

Each membership entitles ~~the~~ **a person, or family, or other group** to one (1) vote on any question requiring a vote of the membership of the Society. **Institutions, corporations, and other organizations holding membership in the Society shall not be entitled to vote on any business of the Society.** The right to vote of a family ~~or other group~~ shall be exercised by an individual designated in writing by that ~~group~~ **family** as its official delegate.

Section 4. Meetings of Members

Meetings of the membership for any purpose or business shall be called at any time by the President upon resolution of the Board of Directors. **For purposes of conducting Society business, the same meeting may be conducted, and the same questions may be voted on, by mutually exclusive groups of members in different locations within thirty (30) days of each other, and the votes cast by all such groups shall be combined for purposes of establishing a quorum and deciding questions. For each such group not including the President or Vice President, the President shall appoint a presiding member, whose sole duties shall be to conduct the meeting according to these bylaws, and to transmit the tallies of all votes taken to the President and the Board of Directors within seven (7) days hence, and whose appointment shall expire immediately**

thereupon. Beginning in 1976, there shall be at least six meetings annually, three in the spring and three in the fall. The last meeting in the fall shall be designated the annual meeting at which time officers **and two members at large of the Board of Directors** shall be elected for the ensuing calendar year. **Meetings including or in addition to the above may be conducted, in whole or in part, via mail, email, or other recordable means as necessary to conduct the business of the Society.** Each eligible member transmitting a vote via any such means shall be deemed to have voted during such a meeting for purposes of establishing a quorum and conducting Society business.

Section 5. Notification of Meetings

Written notification of meetings of the members shall be ~~given~~ **mailed or emailed** to each member entitled to ~~attend~~ **vote in** that meeting. Notices shall be ~~placed in the mail~~ **transmitted** at least two (2) weeks prior to that meeting. Such ~~mailing~~ **transmission** shall constitute due and legal notice to a member.

Section 6. Quorum

~~The presence of one fifth of the votes of at least 20 eligible members shall be necessary at~~ **during** any meeting to constitute a quorum for the transaction of business. **Additionally, when less than one fifth of the total eligible members of the Society casts votes, such quorum must include a quorum of, and valid act by, the Board of Directors, as defined in these bylaws.** ~~Every act or decision made by a majority of the members present at a meeting duly held, at which a quorum is present~~ **During a meeting duly held, in which a quorum obtains, every act or decision made by (A) a majority of the votes cast, with at least one fifth, or (B) two thirds of the votes cast, with less than one fifth, of the total eligible members of the Society casting votes, shall be regarded as a valid action of the members, unless otherwise required in these bylaws, or unless a greater number is required by law.**

ARTICLE IV. DIRECTORS

Section 2. Constitution of the Board of Directors

The Board of Directors shall consist of the officers of the Society, the immediate past president, ~~chairmen~~ **the chair** of **each** standing committees, and six members at large. Each member at large shall serve **for a term of** three years, with two members retiring annually. **Any change to the term of service of members at large shall be retroactive to those members serving at the time.** Two members at large shall be elected ~~at~~ **during** the annual meeting each fall to replace those retiring. The election will be in accordance with Article V, Section 3.

Section 3. Meetings of the Board of Directors

The Board of Directors shall meet as needed to conduct the business of the Society. A poll of the members of the Board of Directors may be taken to conduct routine business. **Meetings may be conducted, in whole or in part, via mail, email, or other recordable means, or by telephone in the case of a poll, as necessary to conduct the business of the Society.** Directors transmitting votes via any such means shall be deemed to have cast votes in such meetings for purposes of establishing a quorum and conducting Society business.

Section 4. Quorum

The ~~presence~~ **votes** of one third of the Directors shall be constituted as a quorum for the transaction of business. **Unless otherwise provided in these bylaws, Every act or decision made by a majority of the Directors present at votes cast during a meeting or poll duly held, at in which a quorum is present obtains,** shall be regarded as a valid act of the Board. ~~In the case of a poll, a majority vote is required for every act or decision.~~

ARTICLE V. OFFICERS

Section 3. Election of Officers

An election of officers shall occur ~~at~~ **during** the ~~final last~~ meeting of the members **or various member groups** each fall. Two members at large for the Board of Directors shall be elected ~~at~~ **during** this same meeting. To accomplish this election, the President shall appoint a Nominating Committee of three members at least a month in advance of the election. One member of this Committee shall be chosen from the Board of Directors. The Nominating Committee shall prepare a slate of candidates for each office and for the two members at large of the Board of Directors. **Election of all officers and Board members at large shall require a collective quorum of votes cast, and shall in all cases require a simple majority of affirmative votes. After any vote, if none of the candidates for a position received a majority of affirmative votes, a run-off vote shall be held among the candidates for that position who received the highest and second highest number of affirmative votes.**

Section 4. Duties of the President

The President shall preside ~~at~~ **during, or otherwise duly oversee,** all meetings of the members and Directors, shall have general supervision of the affairs of the Society, shall sign or countersign all certificates, contracts, and other instruments of the Society as authorized by the Board of Directors, shall make reports to the Board and members, and shall perform all other duties as are incident to his/her office or are properly required of him/her by the Board of Directors **or these Bylaws.**

Section 6. Duties of the Secretaries

Recording Secretary. The Recording Secretary shall keep the minutes of all meetings of the Board of Directors and of the meetings of the members. **The Recording Secretary may delegate the recording of minutes to additional Scribe or Scribes, subject to the approval of the Board of Directors. He S/he** shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 8. Vacancies

Any vacancies in elective offices shall be filled by an election held for this purpose ~~at~~ **during** a meeting of the remaining members of the Board of Directors. ~~A majority of the Directors present at such a meeting shall be sufficient to elect, provided a quorum is present.~~ A person thus elected to fill any vacancy shall hold office for the unexpired term of his/her predecessor.

ARTICLE VI. COMMITTEES

Section 2. Standing Committees

The President shall create, subject to the approval of the Board of Directors, such Standing Committees as may be deemed suitable, necessary and convenient to accomplish the aims of the Society. The President shall appoint, subject to the approval of the Board of Directors, a ~~Chairman~~ for each committee. The President, with the approval of the ~~Chairman~~ of the committee, shall appoint such **additional co-chairs and** members as are deemed necessary for the proper functioning of the committee. Vacancies **on Standing Committees** shall be filled by the President subject to the approval of the Board of Directors. The ~~Chairman~~ of each Standing Committee is an ~~ex officio~~ member of the Board of Directors.

Section 4. Quorum

Unless otherwise provided in the resolution of the Board of Directors or President establishing the committee, a majority of the whole committee shall constitute a quorum and the act **or decision** of a majority of the ~~members present at~~ **votes cast during** a meeting ~~at in~~ which a quorum ~~is present~~ **obtains** shall be the act **or decision** of the committee.

ARTICLE VIII. AMENDMENTS

Section 1. Manner of Amending Bylaws

Changes in these bylaws or new bylaws may be recommended to the members by ~~an affirmative vote of~~ two thirds of the ~~Directors present at~~ **votes cast during** a meeting of the Board of Directors ~~at in~~ which a quorum ~~is present~~ **obtains**. A **written or electronic** copy of the proposed changes shall then be ~~sent~~ **transmitted** to each member prior to **or concurrently with due notice of** the meeting **scheduled** for their adoption. ~~An affirmative vote of~~ ~~Two thirds of the members present at~~ **votes cast during** this meeting, providing a quorum ~~is present~~ **obtains**, is necessary to adopt new bylaws or to amend or repeal existing bylaws.